

FEB 23 1976 - 10 15 AM

Supplement to the Mortgage and to the Assignment of Leases INTERSTATE COMMERCE COMMISSION

North American Car Corporation, a Delaware corporation (the "Company") does hereby pledge, mortgage, and grant a security interest unto Pioneer Trust and Savings Bank (the "Bank") in and to the railroad cars described in the Schedule attached hereto.

The Company hereby assigns to the Bank all its right, title, and interest in, to and under the Leases described in the Schedule attached hereto, pursuant to and subject to the terms and conditions of the Assignment of Leases referred to above:

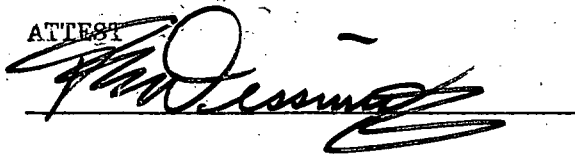
The Company hereby certifies that it has complied with all the terms and conditions of said Assignment of Leases, and that all representations and warranties contained in said Assignment are true and correct as of the date hereof.

This Supplemental Mortgage and Assignment of Leases is issued pursuant to and is governed by the terms and provisions of that certain Equipment Mortgage and Assignment of Leases dated August 28, 1975 among the Company and the Bank and filed under Section 20(c) of the Interstate Commerce Act on September 3, 1975 at 12:00 p.m. as Document Numbers 8039 and 8039-A.

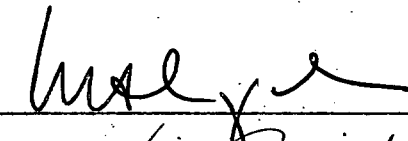
(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION

ATTEST



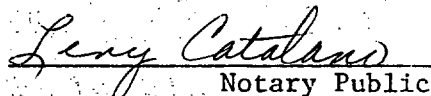
By



Title Vice President

STATE OF ILLINOIS )  
COUNTY OF COOK ) ss.:

On this 18th day of February 1976, before me personally appeared Martin A. Lynch, to me personally known, who being by me duly sworn says that he is the Vice President of North American Car Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board or Directors, and he acknowledged that the execution of the foregoing was the free act and deed of said Corporation.

  
Notary Public

(SEAL)

My commission expires

6/30/79

AVAILABLE CARS

DESCRIPTION	SERIAL NUMBERS	PER CAR VALUES AT			TOTAL VALUES AT		
		JUNE 30, 1975			JUNE 30, 1975		
		COST	NET BOOK	A.A.R.	COST	NET BOOK	A.A.R.

40 Ton 8,000 gallon  
Tank Car

3100	\$ 4,719	922	\$ 3,299	\$ 75,504	\$ 14,752	\$ 52,784
3102						
3103						
3108						
3113						
3114						
3116						
3117						
3118						
3119						
3120						
3121						
3122						
3123						
3124						
3125						
3126	5,226	922	3,653	78,390	14,595	54,795
3127						
3128						
3129						
3130						
3131						
3132						
3133						
3134						
3135						
3136						
3137						
3138						
3139						
3140						

AVAILABLE CARS

DESCRIPTION	SERIAL NUMBERS	PER CAR VALUES AT			TOTAL VALUES AT		
		JUNE 30, 1975			JUNE 30, 1975		
		<u>COST</u>	<u>NET BOOK</u>	<u>A.A.R.</u>	<u>COST</u>	<u>NET BOOK</u>	<u>A.A.R.</u>
40 ton, 8,000 gallon Tank Car	3141	\$ 5,226	\$ 973	\$ 3,653	\$ 41,808	\$ 7,784	\$ 29,224
	3142						
	3143						
	3144						
	3145						
	3146						
	3147						
	3148						
	3149	4,778	928	3,340	4,778	928	3,340
	3150	5,226	973	3,653	41,808	7,784	29,224
	3151						
	3152						
	3153						
	3154						
	3155						
	3156						
	3157						
	3158						
	3159	4,778	928	3,340	9,556	1,856	6,680
	3160	5,226	973	3,653	26,130	4,865	18,265
	3161						
	3162						
	3163						
	3164						
	3165	4,778	928	3,340	4,778	928	3,340
	3166	5,226	973	3,653	5,226	973	3,653
	3167	4,778	928	3,340	14,334	2,784	10,020
	3168						
	3169						
	3170	5,226	973	3,653	5,226	973	3,652
	3171	4,778	928	3,340	4,778	928	3,340

AVAILABLE CARS

DESCRIPTION	SERIAL NUMBERS	PER CAR VALUES AT			TOTAL VALUES AT		
		JUNE 30, 1975			JUNE 30, 1975		
		COST	NET BOOK	A.A.R.	COST	NET BOOK	A.A.R.
40 ton, 8,000 gallon Tank Car	3172	\$ 5,226	\$ 973	\$ 3,653	\$ 15,678	\$ 2,919	\$ 10,959
	3173						
	3174						
	3175						
	3176						
70 ton, Flat Car	451	4,778	928	3,340	4,778	928	3,340
70 ton, Flat Car	2019	5,226	973	3,653	5,226	973	3,653
50 ton, 11,000 gallon Flat Car	6901	12,328	5,704	12,230	12,328	5,704	12,230
	6902	21,218	8,787	19,617	21,218	8,787	19,617
	6903	5,167	1,122	3,575	5,167	1,122	3,575
	6904	4,571	1,143	3,163	4,571	1,143	3,163
		4,688	1,158	3,244	4,688	1,158	3,244
		5,123	1,116	3,545	5,123	1,116	3,545
Total Cars							
73		\$391,093	\$83,000	\$281,644			